

RAMAKRISHNAN CHANDRASEKARAN,
and LAKSHMI NARAYANAN,

Defendants,

-and-

COGNIZANT TECHNOLOGY SOLUTIONS
CORPORATION,

Nominal Defendant.

MARJORIE A. HOY, as Trustee and
Beneficiary of the James B. Hoy & Marjorie A.
Hoy TTEES FBO Marjorie A. Hoy Rev Liv
Trust, Derivatively on Behalf of COGNIZANT
TECHNOLOGY SOLUTIONS
CORPORATION,

Plaintiff,

v.

GORDON J. COBURN, FRANCISCO
D'SOUZA, KAREN MCLOUGHLIN,
THOMAS WENDEL, JOHN E. KLEIN, ZEIN
ABDALLA, JONATHAN CHADWICK,
ROBERT E. WEISSMAN, MAUREEN
BREAKIRON-EVANS, LEO S. MACKAY, JR.,
JOHN N. FOX, JR., MICHAEL PATSALOS-
FOX, RAJEEV MEHTA, RAMAKRISHNAN
CHANDRASEKARAN, and LAKSHMI
NARAYANAN,

Defendants,

-and-

COGNIZANT TECHNOLOGY SOLUTIONS
CORPORATION,

Nominal Defendant.

Civil Action No.: 2:17-cv-03331-WHW-CLW

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

JOHN LAUTZENHEISER, Derivatively on
Behalf of COGNIZANT TECHNOLOGY
SOLUTIONS CORPORATION,

Plaintiff,

v.

ZEIN ABDALLA, MAUREEN BREAKIRON-
EVANS, FRANCISCO D'SOUZA, JOHN N.
FOX, JOHN E. KLEIN, LEO S. MACKAY, JR.,
LAKSHMI NARAYANAN, MICHAEL
PASTALOS-FOX, ROBERT E. WEISSMAN,
and THOMAS M. WENDEL,

Defendants,

-and-

COGNIZANT TECHNOLOGY SOLUTIONS
CORPORATION,

Nominal Defendant.

Civil Action No.: 2:17-cv-01248-WHW-CLW

**STIPULATION AND [PROPOSED]
ORDER TO CONSOLIDATE RELATED
ACTIONS AND APPOINT LEAD
COUNSEL**

MICHAEL S. GRANIERO III, Derivatively on
Behalf of COGNIZANT TECHNOLOGY
SOLUTIONS CORPORATION,

Plaintiff,

v.

GORDON J. COBURN, FRANCISCO
D'SOUZA, KAREN MCLOUGHLIN,
THOMAS WENDEL, JOHN E. KLEIN, ZEIN
ABDALLA, JONATHAN CHADWICK,
ROBERT E. WEISSMAN, MAUREEN
BREAKIRON-EVANS, LEO S. MACKAY,
JR., JOHN N. FOX, JR., MICHAEL
PATSALOS-FOX, RAJEEV MEHTA,

Civil Action No.: 2:17-cv-02421-SDW-LDW

WHEREAS, on February 22, 2017, plaintiff John Lautzenheiser filed a putative shareholder derivative complaint, captioned *Lautzenheiser v. Abdalla, et al.*, No. 2:17-cv-01248-WHW-CLW (the “*Lautzenheiser* Action”), against Defendants Zein Abdalla, Maureen Breakiron-Evans, Francisco D’Souza, John N. Fox, Jr., John E. Klein, Leo S. Mackay, Jr., Lakshmi Narayanan, Michael Patsalos-Fox, Robert E. Weissman and Thomas M. Wendel (collectively, “Individual Defendants”), and Nominal Defendant Cognizant Technology Solutions Corporation (“Cognizant”) (together with Individual Defendants, “Defendants”);

WHEREAS, on March 30, 2017, Defendants accepted service of the summons and complaint in the *Lautzenheiser* Action;

WHEREAS, on April 7, 2017, plaintiff Michael S. Graniero, III filed a related putative shareholder derivative complaint, captioned *Graniero v. Coburn, et al.*, No. 2:17-cv-02421-SDW-LDW (the “*Graniero* Action”);

WHEREAS, on May 10, 2017, plaintiff Marjorie A. Hoy filed a related putative shareholder derivative complaint, captioned *Hoy v. Coburn et al.*, No. 2:17-cv-03331-WHW-CLW (the “*Hoy* Action”);

WHEREAS, on June 1, 2017, plaintiff Michael S. Graniero, III sent a letter to the Honorable Jerome B. Simandle, requesting that the *Graniero* Action be transferred from the Honorable Susan D. Wigenton to this Court;

WHEREAS, a putative securities class action lawsuit, captioned *In re Cognizant Technology Solutions Corporation Securities Litigation*, No. 2:16-cv-06509-WHW-CLW (“Consolidated Securities Class Action”), is currently pending before this Court;

WHEREAS, the complaints in the *Lautzenheiser*, *Graniero*, and *Hoy* Actions make factual allegations and involve issues that are substantially the same as those set forth in the consolidated amended complaint filed in the Consolidated Securities Class Action;

WHEREAS, the defendants in the Consolidated Securities Class Action have moved to dismiss the consolidated amended complaint filed in the Consolidated Securities Class Action;

WHEREAS, given that the factual allegations and issues in the Consolidated Securities Class Action and the *Lautzenheiser*, *Graniero*, and *Hoy* Actions are substantially the same, the disposition of the motions to dismiss in the Consolidated Securities Class Action may affect the disposition of the allegations and claims in the *Lautzenheiser*, *Graniero*, and *Hoy* Actions;

WHEREAS, plaintiffs in the *Lautzenheiser*, *Graniero*, and *Hoy* Actions and Defendants agree that it is in the interest of judicial and litigant economy, as well as the interest of Cognizant itself, to stay temporarily the *Lautzenheiser*, *Graniero*, and *Hoy* Actions pending a final, non-appealable decision on the motions to dismiss in the Consolidated Securities Class Action; and

WHEREAS, all proceedings in the *Lautzenheiser* Action, including all discovery, are currently stayed pending completion of the motion to dismiss phase of, and entry of a final, non-appealable ruling on the motions to dismiss in, the Consolidated Securities Class Action.

IT IS HEREBY STIPULATED AND AGREED BY AND BETWEEN THE PARTIES AS FOLLOWS, SUBJECT TO APPROVAL OF THE COURT:

1. The above-captioned actions are consolidated for all purposes (hereafter, the “Consolidated Derivative Action”), including pretrial proceedings, trial, and appeal; and the Consolidated Derivative Action shall bear the following caption:

IN RE COGNIZANT TECHNOLOGY SOLUTIONS
CORPORATION DERIVATIVE LITIGATION

Civil Action No. 2:17-cv-01248-WHW-CLW

2. All papers filed in connection with the Consolidated Derivative Action shall be filed only in Civil Action No. 2:17-cv-01248-WHW-CLW.

3. The pleadings in the *Lautzenheiser*, *Graniero*, and *Hoy* Actions are hereby consolidated into the Consolidated Derivative Action.

4. All documents filed and served to date in the *Lautzenheiser*, *Graniero*, and *Hoy* Actions are deemed filed and served and are a part of the record in the Consolidated Derivative Action.

5. All related actions that are subsequently filed in, or transferred to, this Court shall be automatically consolidated into the Consolidated Derivative Action; and this [Proposed] Order, including the management structure designated herein, shall apply to each and every such related action.

6. Federman & Sherwood is designated as Lead Counsel for plaintiffs in the Consolidated Derivative Action.

7. Lead Counsel for plaintiffs shall have the authority to speak for plaintiffs in the Consolidated Derivative Action in all matters regarding pretrial proceedings, trial, and appeal and in settlement negotiations.

8. The complaint in the *Lautzenheiser* Action is deemed the operative complaint in the Consolidated Derivative Action.

9. All proceedings in the Consolidated Derivative Action, including all discovery, shall be stayed pending completion of the motion to dismiss phase of, and entry of a final, non-appealable ruling on the motions to dismiss in, the Consolidated Securities Class Action.

10. Notwithstanding the stay of the Consolidated Derivative Action set forth in paragraph 9, plaintiffs in the Consolidated Derivative Action may file an amended complaint any

time during the pendency of the stay. The filing of an amended complaint shall not operate to lift the stay as set forth in paragraph 9. Defendants shall be under no obligation to move to dismiss, answer, or otherwise respond to any such complaint while the Consolidated Derivative Action is stayed.

11. Within thirty (30) days after completion of the motion to dismiss phase of, and entry of a final, non-appealable ruling on the motions to dismiss in, the Consolidated Securities Class Action, the parties to the Consolidated Derivative Action shall meet and confer concerning a schedule for further proceedings in the Consolidated Derivative Action and submit a joint status report advising the Court accordingly.

12. Defendants expressly reserve all defenses and objections that they may have in the Consolidated Derivative Action, including without limitation any and all jurisdictional, venue, or forum-related defenses and objections, defenses based on the failure of plaintiffs in the Consolidated Derivative Action to make a demand on Cognizant's Board of Directors before filing the complaints in the *Lautzenheiser*, *Graniero*, and *Hoy* Actions, and any and all other defenses and objections to the complaints in the *Lautzenheiser*, *Graniero*, and *Hoy* Actions.

13. Plaintiffs are directed to serve the Clerk of this Court with a copy of this Stipulation and [Proposed] Order with notice of entry, whereupon the Clerk shall consolidate the papers in the actions hereby consolidated and shall mark his records to reflect the consolidation.

Dated: June 14, 2017

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Dated: June 14, 2017

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Dated: June 14, 2017

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Dated: June 14, 2017

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Patsalos-Fox, Robert E. Weissman, and
Thomas M. Wendel; and Nominal Defendant
Cognizant Technology Solutions Corporation*

Dated: June 14, 2017

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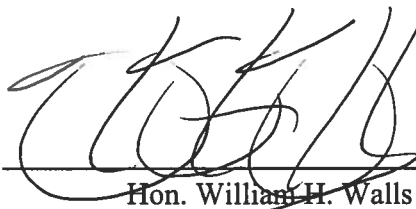
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Counsel for Gordon J. Coburn

IT IS SO ORDERED.

DATED: 20 June, 2017



Hon. William H. Walls